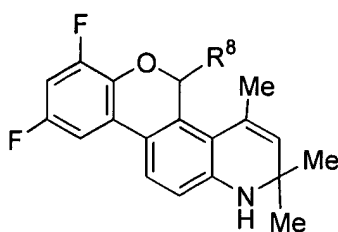


Amendments to the claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

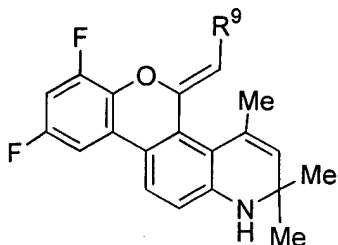
Listing of Claims:

1. (original) A compound of the formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1 – C_{12} alkyl, C_1 – C_{12} heteroalkyl, C_1 – C_{12} haloalkyl, C_2 – C_{12} alkenyl, C_2 – C_{12} heteroalkenyl, C_2 – C_{12} haloalkenyl, C_2 – C_{12} alkynyl, C_2 – C_{12} heteroalkynyl, C_2 – C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$;

R⁹ is selected from the group of hydrogen, F, Cl, Br, I, CN, C₁-C₈ alkyl, C₁-C₈ heteroalkyl, C₁-C₈ haloalkyl, C₂-C₈ alkenyl or cycloalkenyl, C₂-C₈ heteroalkenyl, C₂-C₈ haloalkenyl, C₂-C₈ alkynyl, C₂-C₈ heteroalkynyl, C₂-C₈ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

R¹⁰ and R¹¹ each independently is hydrogen, or C₁-C₄ alkyl;

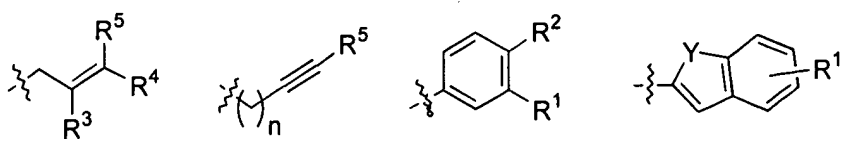
or a pharmaceutically acceptable salt or prodrug thereof.

2. (original) A compound according to claim 1, wherein R⁸ is selected from the group of C₁-C₈ alkyl, C₁-C₈ heteroalkyl, C₁-C₈ haloalkyl, C₂-C₈ alkenyl, C₂-C₈ heteroalkenyl, C₂-C₈ haloalkenyl, C₂-C₈ alkynyl, C₂-C₈ heteroalkynyl, C₂-C₈ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

3. (original) A compound according to claim 2, wherein R⁸ is selected from the group of C₁-C₄ alkyl, C₁-C₄ heteroalkyl, C₁-C₄ haloalkyl, C₂-C₄ alkenyl, C₂-C₄ heteroalkenyl, C₂-C₄ haloalkenyl, C₂-C₄ alkynyl, C₂-C₄ heteroalkynyl, and C₂-C₄ haloalkynyl.

4. (original) A compound according to claim 2, wherein R⁸ is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, CN, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

5. (original) A compound according to claim 2, wherein R⁸ is selected from the group of



R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1 – C_4 alkyl;

R^3 through R^5 each independently is selected from group of hydrogen, F, Cl, and C_1 – C_4 alkyl;

n is 0 or 1; and

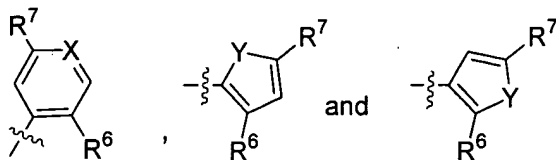
Y is selected from the group of O, S, and NR^{10} .

6. (original) A compound according to claim 1, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1 – C_6 alkyl, C_1 – C_6 heteroalkyl, C_1 – C_6 haloalkyl, C_2 – C_6 alkenyl or cycloalkenyl, C_2 – C_6 heteroalkenyl, C_2 – C_6 haloalkenyl, C_2 – C_6 alkynyl, C_2 – C_6 heteroalkynyl, C_2 – C_6 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

7. (original) A compound according to claim 6, wherein R^9 is selected from the group of hydrogen, Br, Cl, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, C_1 – C_4 haloalkyl, C_2 – C_4 alkenyl, C_2 – C_4 heteroalkenyl, C_2 – C_4 haloalkenyl, C_2 – C_4 alkynyl and C_2 – C_4 heteroalkynyl, C_2 – C_4 haloalkynyl.

8. (original) A compound according to claim 6, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, CN, NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

9. (original) A compound according to claim 6, wherein R⁹ is selected from the group of



R⁶ is selected from the group of hydrogen, F, Cl, Br, C₁–C₄ alkyl, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

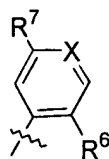
R⁷ is hydrogen, F, or Cl;

R¹⁰ and R¹¹ each independently is hydrogen, or C₁–C₄ alkyl;

X is CH or N; and

Y is selected from the group of O, S, and NR¹⁰.

10. (original) A compound according to claim 9, wherein R⁹ is



R⁶ is selected from the group of hydrogen, F, Cl, C₁–C₄ alkyl, OMe, OEt, NHMe, and NMe₂;

R⁷ is hydrogen, F, or Cl; and

X is CH or N.

11. (original) A compound according to claim 9, where R⁶ is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe₂.

12. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 10);

7,9-difluoro-5(*Z*)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 12);

7,9-difluoro-5(*Z*)-(2-chlorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 13);

7,9-difluoro-5(*Z*)-(4-picolyidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 14);

7,9-difluoro-5(*Z*)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 15);

7,9-difluoro-5(*Z*)-(4-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 16);

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5(*Z*)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 18);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolyidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(*Z*)-(2-methyl-3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 21);

7,9-difluoro-5(*Z*)-(3-methyl-2-picolyidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 22);

7,9-difluoro-5(*Z*)-(2,3-dimethylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **23**);

7,9-difluoro-5(*Z*)-cyanomethylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **24**);

7,9-difluoro-5(*Z*)-hexylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **25**);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **26**);

7,9-difluoro-5(*Z*)-(2,4,5-trifluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **27**);

7,9-difluoro-5-methylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **28**);

7,9-difluoro-5(*Z*)-bromomethylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **29**);

7,9-difluoro-5(*Z*)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **30**);

7,9-difluoro-5(*Z*)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **31**);

(±)-7,9-difluoro-5-methoxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **32**);

(±)-7,9-difluoro-5-phenyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **33**);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **34**);

(±)-7,9-difluoro-5-(1,3-benzodioxol-5-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 35);

(±)-7,9-difluoro-5-(4-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 36);

(±)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 37);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 38);

(+)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 39);

(±)-7,9-difluoro-5-(3-fluorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 40);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 41);

(±)-7,9-difluoro-5-(3-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 42);

(±)-7,9-difluoro-5-(4-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 43);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 44);

(±)-7,9-difluoro-5-(2-oxo-2-phenylethyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 45);

(±)-7,9-difluoro-5-ethyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 46);

- (±)-7,9-difluoro-5-ethenyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 47);
- (±)-7,9-difluoro-5-(2-oxo-3-butenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 48);
- (±)-7,9-difluoro-1,2-dihydro- $\alpha,\alpha,2,2,4$ -pentamethyl-5*H*-chromeno[3,4-*f*]quinoline-5-ethanoate (Compound 49);
- (±)-7,9-difluoro-5-ethynyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 50);
- (±)-7,9-difluoro-5-cyano-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 51);
- (±)-7,9-difluoro-5-butyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 52);
- (±)-7,9-difluoro-5-(2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 53);
- (±)-7,9-difluoro-5-(2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 54);
- (±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 55);
- (±)-7,9-difluoro-5-[3-(trifluoromethyl)phenyl]-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 56);
- Ethyl (±)-7,9-difluoro-1,2-dihydro- α -methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanoate (Compound 57);
- (±)-7,9-difluoro-1,2-dihydro- β -methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanol (Compound 58);

(±)-7,9-difluoro-1,2-dihydro-β-methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanol acetate(Compound **59**);

(±)-7,9-difluoro-5-(1-methylethenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **60**);

(±)-7,9-difluoro-5-(*N*-methyl-2-pyrrolyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **61**);

(±)-7,9-difluoro-5-phenylethynyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **62**);

(±)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **63**);

(-)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **64**);

(+)-7,9-difluoro-5-(benzo[*b*]thie-2yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **65**);

(±)-7,9-difluoro-5-(5-methyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **66**);

(±)-7,9-difluoro-5-(2-benzo[*b*]furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **67**);

(±)-7,9-difluoro-5-[4-(dimethylamino)phenyl]-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **68**);

(±)-7,9-difluoro-5-(5-methyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **69**);

(±)-7,9-difluoro-5-(5-methoxy-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **70**);

(±)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 71);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 72);

(+)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 73);

(±)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 74);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline
(Compound 75);

(+)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 76);

(±)-7,9-difluoro-5-(4,5-dimethyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 77);

(±)-7,9-difluoro-5-(2-methyl-1-propenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 78);

(±)-7,9-difluoro-5-(3,4-dimethyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-
chromeno[3,4-*f*]quinoline (Compound 79);

(±)-7,9-difluoro-5-(3-(3-bromophenyl)phenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-
chromeno[3,4-*f*]quinoline (Compound 80); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-
f]quinoline (Compound 81).

13. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 10);

7,9-difluoro-5(*Z*)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 12);

7,9-difluoro-5(*Z*)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 15);

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5(*Z*)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 18);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolyldiene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 26);

7,9-difluoro-5(*Z*)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 30);

7,9-difluoro-5(*Z*)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 31);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 34);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **38**);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **41**);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **44**);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **55**);

(±)-7,9-difluoro-5-(3-trifluoromethylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **56**);

(±)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **63**);

(-)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **64**);

(+)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **65**);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **72**);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **75**); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **81**).

14. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 17);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 19);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 20);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 26);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 38);

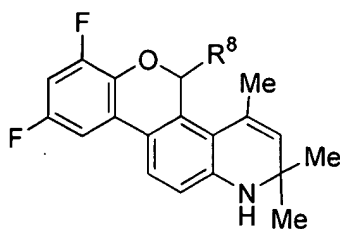
(±)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 64);

(+)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 65); and

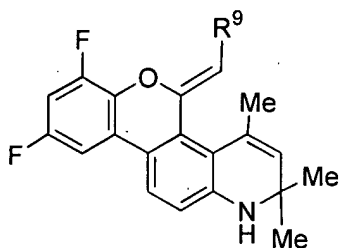
(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound 72).

15. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1 – C_{12} alkyl, C_1 – C_{12} heteroalkyl, C_1 – C_{12} haloalkyl, C_2 – C_{12} alkenyl, C_2 – C_{12} heteroalkenyl, C_2 – C_{12} haloalkenyl, C_2 – C_{12} alkynyl, C_2 – C_{12} heteroalkynyl, C_2 – C_{12} haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$;

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, C_2 – C_8 alkenyl or cycloalkenyl, C_2 – C_8 heteroalkenyl, C_2 – C_8 haloalkenyl, C_2 – C_8 alkynyl, C_2 – C_8 heteroalkynyl, C_2 – C_8 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$;

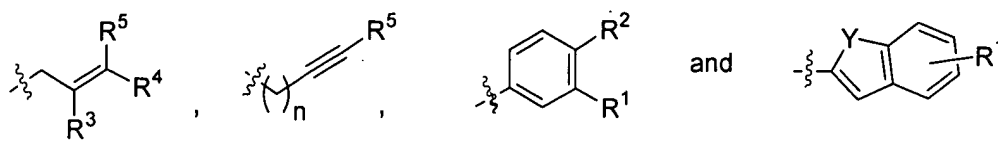
R^{10} and R^{11} each independently is hydrogen, or C_1 - C_4 alkyl;
or a pharmaceutically acceptable salt or prodrug thereof.

16. (original) A pharmaceutical composition according to claim 15, wherein R^8 is selected from the group of C_1 - C_8 alkyl, C_1 - C_8 heteroalkyl, C_1 - C_8 haloalkyl, C_2 - C_8 alkenyl, C_2 - C_8 heteroalkenyl, C_2 - C_8 haloalkenyl, C_2 - C_8 alkynyl, C_2 - C_8 heteroalkynyl, C_2 - C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 - C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

17. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of C_1 - C_4 alkyl, C_1 - C_4 heteroalkyl, C_1 - C_4 haloalkyl, C_2 - C_4 alkenyl, C_2 - C_4 heteroalkenyl, C_2 - C_4 haloalkenyl, and C_2 - C_4 alkynyl, C_2 - C_4 heteroalkynyl and C_2 - C_4 haloalkynyl.

18. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 - C_4 alkyl, F, Cl, Br, CN, NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

19. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of



R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1 - C_4 alkyl;

R^3 through R^5 each independently is selected from the group of hydrogen, F, Cl, and C_1 – C_4 alkyl;

n is 0 or 1; and

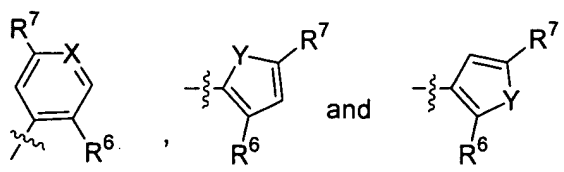
Y is selected from the group of O, S, and NR^{10} .

20. (original) A pharmaceutical composition according to claim 15, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1 – C_6 alkyl, C_1 – C_6 heteroalkyl, C_1 – C_6 haloalkyl, C_2 – C_6 alkenyl or cycloalkenyl, C_2 – C_6 heteroalkenyl, C_2 – C_6 haloalkenyl, C_2 – C_6 alkynyl, C_2 – C_6 heteroalkynyl, C_2 – C_6 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

21. (original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of hydrogen, Br, Cl, C_1 – C_4 alkyl, C_1 – C_4 heteroalkyl, C_1 – C_4 haloalkyl, C_2 – C_4 alkenyl, C_2 – C_4 heteroalkenyl, C_2 – C_4 haloalkenyl, C_2 – C_4 alkynyl, C_2 – C_4 heteroalkynyl, and C_2 – C_4 haloalkynyl.

22. (original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, CN, NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

23. (original) A pharmaceutical composition according to claim 22, wherein R^9 is selected from the group of



R^6 is selected from the group of hydrogen, F, Cl, Br, C_1 – C_4 alkyl, OR^{10} , SR^{10} , and $NR^{10}R^{11}$;

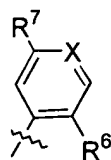
R^7 is hydrogen, F, or Cl;

R^{10} and R^{11} each independently is hydrogen, or C_1 – C_4 alkyl;

X is CH or N; and

Y is selected from group of O, S, and NR^{10} .

24. (original) A pharmaceutical composition according to claim 23, wherein R^9 is



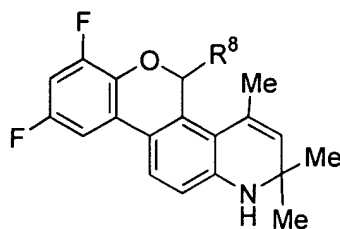
R^6 is selected from the group of hydrogen, F, Cl, C_1 – C_4 alkyl, OMe, OEt, NHMe, and NMe_2 ; and

R^7 is hydrogen, F, or Cl.

25. (original) A pharmaceutical composition according to claim 23, where R^6 is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe_2 .

26. (currently amended) A method of treating an individual having a condition mediated by a progesterone receptor comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of~~ claims 1 to 14.

27. (original) A method according to claim 26, wherein said compound is represented by formula (I):



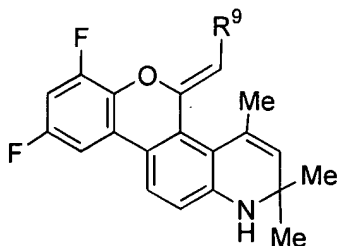
(I)

wherein:

R^8 is selected from the group of C_1 – C_{12} alkyl, C_1 – C_{12} heteroalkyl, C_1 – C_{12} haloalkyl, C_2 – C_{12} alkenyl, C_2 – C_{12} heteroalkenyl, C_2 – C_{12} haloalkenyl, C_2 – C_{12} alkynyl, C_2 – C_{12} heteroalkynyl, C_2 – C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 – C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$;

or a pharmaceutically acceptable salt or prodrug thereof.

28. (original) A method according to claim 26, wherein said compound is represented by formula (II):



(II)

wherein:

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1 – C_8 alkyl, C_1 – C_8 heteroalkyl, C_1 – C_8 haloalkyl, C_2 – C_8 alkenyl or cycloalkenyl, C_2 – C_8 heteroalkenyl, C_2 – C_8

haloalkenyl, C₂–C₈ alkynyl, C₂–C₈ heteroalkynyl, C₂–C₈ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁–C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

or a pharmaceutically acceptable salt or prodrug thereof.

29. (original) A method according to claim 26, wherein said condition is selected from the group of dysfunctional uterine bleeding, dysmenorrhea, endometriosis, leiomyomas (uterine fibroids), hot flushes, mood disorders, meningiomas, hormone-dependent cancers, and female osteoporosis.

30. (currently amended) A method of modulating fertility in an individual comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of claims 1 to 25~~ or 15.

31. (currently amended) A method of providing contraception in an individual comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of claims 1 to 25~~ or 15.

32. (original) A method according to claim 26, wherein said condition is alleviated with female hormone replacement therapy.

33. (currently amended) A method of modulating a progesterone receptor in an individual comprising administering a progesterone modulating effective amount of a compound according to ~~any one of claims 1 to 25~~ or 15.

34. (original) A method according to claim 33, wherein said modulation is activation.

35. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 100 nM.

36. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 50 nM.

37. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 20 nM.

38. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 10 nM.

39. (currently amended) A method of treating an individual having cancer comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of claims 1 to 25 or 15~~.

40. (currently amended) A method of determining the presence of a progesterone receptor in a cell or cell extract comprising (a) labeling a compound according to claims according to ~~any one of claims 1 to 25 or 15~~; (b) contracting the cell or cell extract with said labeled compound; and (c) testing the contracted cell or cell extract to determine the presence of progesterone receptor.